

Fill in this information to identify the case:

United States Bankruptcy Court for the:

Southern District of New York

(State)

Case number (if known): _____

Chapter 11

☐ Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/16

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's Name BCBG Max Azria Global Holdings, LLC

2. All other names debtor used in the last 8 years None

Include any assumed names, trade names, and *doing business* as names

3. Debtor's federal Employer Identification Number (EIN) 36-4776857

4. Debtor's address

Principal place of business

Mailing address, if different from principal place of business

2761 Fruitland Avenue

Number

Street

Number

Street

P.O. Box

Vernon, California 90058

City

State

Zip Code

City

State

Zip Code

Location of principal assets, if different from principal place of business

Los Angeles County, California

County

Number

Street

City

State

Zip Code

5. Debtor's website (URL) https://bcbgmaxazriagroup.com

6. Type of debtor

☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))

☐ Partnership (excluding LLP)

☐ Other. Specify: _____

Debtor BCBG Max Azria Global Holdings, LLC
Name

Case number (if known) _____

7. Describe debtor's business**A. Check One:**

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

B. Check all that apply:

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

4481 (Clothing Stores)**8. Under which chapter of the Bankruptcy Code is the debtor filing?****Check One:**

- ☐ Chapter 7
- ☐ Chapter 9
- ☒ Chapter 11. **Check all that apply:**
- ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).
- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☒ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.
- ☐ Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?☒ No☐ Yes.

District _____

When _____

MM/DD/YYYY

Case number _____

If more than 2 cases, attach a separate list.

District _____

When _____

MM/DD/YYYY

Case number _____

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?☐ No☒ Yes.

Debtor

See Rider 1

Relationship

Affiliate

District

Southern District of New York

When

2/28/2017

List all cases. If more than 1, attach a separate list.

Case number, if known _____

MM / DD / YYYY

Debtor BCBG Max Azria Global Holdings, LLC
Name

Case number (if known) _____

11. Why is the case filed in this district?*Check all that apply:*

- ☐ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☒ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

- ☒ No
- ☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

- ☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? _____

- ☐ It needs to be physically secured or protected from the weather.
- ☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
- ☐ Other _____

Where is the property?

Number Street

City

State

Zip Code

Is the property insured?

- ☐ No
- ☐ Yes. Insurance agency _____
- Contact name _____
- Phone _____

Statistical and administrative information**13. Debtor's estimation of available funds***Check one:*

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors [on a consolidated basis]

- | | | |
|----------------------------------|---|--|
| <input type="checkbox"/> 1-49 | <input checked="" type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input type="checkbox"/> 50-99 | <input type="checkbox"/> 5,001-10,000 | <input type="checkbox"/> 50,001-100,000 |
| <input type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999 | | |

15. Estimated assets [on a consolidated basis]

- | | | |
|--|---|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input checked="" type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Debtor BCBG Max Azria Global Holdings, LLC
Name

Case number (if known) _____

16. Estimated liabilities [on a consolidated basis]

<input type="checkbox"/> \$0-\$50,000	<input type="checkbox"/> \$1,000,001-\$10 million	<input checked="" type="checkbox"/> \$500,000,001-\$1 billion
<input type="checkbox"/> \$50,001-\$100,000	<input type="checkbox"/> \$10,000,001-\$50 million	<input type="checkbox"/> \$1,000,000,001-\$10 billion
<input type="checkbox"/> \$100,001-\$500,000	<input type="checkbox"/> \$50,000,001-\$100 million	<input type="checkbox"/> \$10,000,000,001-\$50 billion
<input type="checkbox"/> \$500,001-\$1 million	<input type="checkbox"/> \$100,000,001-\$500 million	<input type="checkbox"/> More than \$50 billion

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 2/28/2017
MM/ DD / YYYY

✕

/s/ Holly Felder Etlin

Signature of authorized representative of debtor

Holly Felder Etlin

Printed name

Title Authorized Signatory**18. Signature of attorney**

✕

/s/ Joshua A. Sussberg

Signature of attorney for debtor

Date

2/28/2017

MM/ DD/YYYY

Joshua A. Sussberg

Printed name

Kirkland & Ellis LLP

Firm name

601 Lexington Avenue

Number Street

New York

City

(212) 446-4800

Contact phone

NY

State

10022

ZIP Code

joshua.sussberg@kirkland.com

Email address

4216453

Bar number

New York

State

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United States Bankruptcy Court for the:

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(State)

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Chapter 11

☐ Check if this is an
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Rider 1

Pending Bankruptcy Cases Filed by the Debtor and Affiliates of the Debtor

On the date hereof, each of the entities listed below (collectively, the "Debtors") filed a petition in the United States Bankruptcy Court for the Southern District of New York for relief under chapter 11 of title 11 of the United States Code. The Debtors have moved for joint administration of these cases under the case number assigned to the chapter 11 case of BCBG Max Azria Global Holdings, LLC.

- BCBG Max Azria Global Holdings, LLC
- BCBG Max Azria Group, LLC
- BCBG Max Azria Intermediate Holdings, LLC
- Max Rave, LLC
- MLA Multibrand Holdings, LLC

Fill in this information to identify the case:

Debtor name BCBG Max Azria Global Holdings, LLC, et al.

United States Bankruptcy Court for the: Southern District of New York

Case number (If known): 17- (State)

☐ Check if this is an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 50 Largest Unsecured Claims and Are Not Insiders

12/15

A list of creditors holding the 50 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an *insider*, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 50 largest unsecured claims.

	Name of creditor and complete mailing address, including zipcode	Name, telephone number and email address of creditor/contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	Silverreed (Hong Kong) Limited Centennial Building, 1st Floor 926 Cheung Sha Wan Road Kowloon, Hong Kong	Attn: Nancy Yuans/Hokaki Telephone: 852 3921-1924 Email: hoKaKi@GMRHK.com nancyyuans@lifung.com	Trade				\$6,368,886.94
2	Mega Link International Holdings Limited Lladro Centre, 13th & 14th Floors 72-80 Hoi Yuen Road Kwun Tong, Kowloon, Hong Kong	Attn: Sally Chan/Jeff Wong Telephone: 011-852-2-370-8033 Email: sally.c@megalink.com.hk Jeff.w@megalink.com.hk	Trade				\$5,351,909.79
3	Dada Trading Co. Ltd. 388 21 Seokyo-Dong Mapo-Ku, Seoul, South Korea	Attn: Yumi Park Telephone: 82-2-326-1418/9 Email: yumi@dadatex.co.kr	Trade				\$4,270,789.59

Debtor BCBG Max Azria Global Holdings, LLC, et al. Case Number (if known) _____
Name

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4	Renaissance Fashion Ltd. New Trend Centre, 18th Floor, Room 18052 104 King Fuk St. San Po Kong, Kowloon, Hong Kong	Attn: Catherine Wong Telephone: 36166121 Email: catherine.wong@ren-fashion.com	Trade				\$2,863,544.68
5	Trade Harvest Industrial Limited Premier Centre, 10th Floor, Room 7 20 Cheung Shun Street Kowloon, Hong Kong	Attn: Climas Lo Telephone: 852-3568-0268 Email: climas@hangluen.com.hk	Trade				\$2,686,319.67
6	Kiaterry Textile Corp. Ltd. Cambridge House, Room 1401 26-28 Cameron Road Tsimshatsui, Kowloon, Hong Kong	Attn: Linda Yip Telephone: 0086-20-38306589 Email: linda@kiaterry.com.cn	Trade				\$2,342,877.00
7	Kysazoze Limited Billion Plaza 2, 27th Floor, Flat D 10 Cheung Yue Street Cheung Sha Wan, Kowloon, Hong Kong	Attn: Fiona Chiu Telephone: 852-3188 8950 Email: fiona@kysazoze.com	Trade				\$2,241,567.23
8	Coddy Global Ltd. Tun Hwa South Road, 13th Floor, No. 2, Sec. 1 Taipei, Taiwan ROC	Attn: Angela Lee/Sherry Tsai Telephone: 886-2-2781-5550 ext 115 Email: Angela_Lee@coddy.com.tw Sherry_tsai@coddy.com.tw	Trade				\$2,134,621.83
9	Aptos, Inc. 15 Governor Drive Newburgh, NY 12550	Attn: Nathalie Roy Telephone: 514-428-2278 Email: nroy@aptos.com	Professional Services				\$2,036,108.02

Debtor BCBG Max Azria Global Holdings, LLC, et al.
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					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
10	Mystic Inc. P.O. Box 786105 Philadelphia, PA 19178-6105	Attn: Mukesh Patel Telephone: 917-339-2536 Email: mpatel@hermankay.com	Trade				\$2,026,166.54
11	Perf Star Global Limited Tun Hwa South Road, 12th Floor, No. 2 Sec. 1 Taipei, Taiwan 10506	Attn: Landy Lee Telephone: 02-27813880 Email: landy_lee@wintex.com.tw	Trade				\$1,743,089.60
12	Polaris Handelsgesell Schaft Landstrasse Hauptstrasse 146-148/16/B2 Vienna, Austria A1030	Attn: Bettina Lichtenberger Telephone: 43 1 7105133-24 Email: blichtenberger@polarisfamily.com	Trade				\$1,564,870.07
13	A & Feng Fashion Ltd New Tech Plaza, 71st Floor, Room 702 34 Tai Yau St. San Po Kong,	Attn: Jan Lam Telephone: 2761 0390 Email: jan@fengfashion.com	Trade				\$1,441,219.66
14	Best Silk Limited Silvercord Tower 2, 5th Floor, Unit 503 30 Canadaton Rd. Tsimshatsui, Kowloon, Hong Kong	Attn: David He Wei Telephone: 852-687-63718 Email: shipment@jiajuan.com	Trade				\$1,398,623.94
15	Ernst & Young LLP P.O. Box 846793 Los Angeles, CA 90084-6793	Attn: Leslie DeHoff Telephone: 213-240-7472 Email: leslie.dehoff@ey.com	Professional Services				\$1,393,294.24

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16	Simon Property Group, Inc. 225 West Washington Street Indianapolis, IN 46204	Attn: Dan Seabaugh Telephone: 317-263-7646 Email: dseabaugh@simon.com	Contracts				\$1,384,067.82
17	Collection 18 1370 Broadway, 17th Floor New York, NY 10018	Attn: Vincent Zheng Telephone: N/A Email: vzheng@collectionxiix.com	Trade				\$1,354,026.23
18	SAP Industries Inc. 3999 West Chester Pike Newton Square, PA 19073	Attn: Matt Laukaitis Telephone: 425-922-8072 Email: matt.laukaitis@sap.com	Professional Services				\$1,184,904.18
19	Pepperjam, LLC P.O. Box 787432 Philadelphia, PA 19178	Attn: Jason Weidner Telephone: 215-272-2983 Email: jaweidner@pepperjam.com	Professional Services				\$1,169,258.39
20	Andari Fashion Inc. 9626 Telstar Avenue El Monte, CA 91731	Attn: Wei Ling Telephone: 626-575-2759 Email: Weiling.Kazuno@andari.com	Trade				\$1,149,745.74
21	US Customs Service 6650 Telecom Drive, Suite 100 Indianapolis, IN 46278	Attn: Kandace Niemi Telephone: 877-227-5511 206-592-2054 (direct) Email: kandace.niemi@apexglobe.com	Trade				\$1,038,830.12

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22	RL Criss Cross Inc. 555 8th Ave., Suite 1910 New York, NY 10018	Attn: Richard Meng Telephone: 86-021-32503203*807 Email: realinues@aol.com	Trade				\$788,604.45
23	Hing Shing Looping Manufacturing Co. Ltd Wing Tai Centre, 10th Floor, Flat B 12 Hing Yip Street Kowloon, Hong Kong	Attn: Yee Wong Telephone: 2343 6072,3761 6300 Email: yee.wong@hingshing.com	Trade				\$787,305.13
24	Winston & Strawn LLP 36235 Treasury Center Chicago, IL 60694-6200	Attn: Dan Webb Telephone: 312-558-5856 Email: dwebb@winston.com	Professional Services				\$781,243.32
25	FCI Groups, Inc. 755 E. Pico Blvd. Los Angeles, CA 90021	Attn: Lente Bagunu Telephone: 213-747-3900 Email: lentefci@gmail.com	Trade				\$721,621.87
26	Forementini SRL Via A. Volta 414 Sant'Elpidio A Mare (FM), Italy 63811	Attn: Giovanni Pierantozzi Telephone: 073486381 Email: giovanni@formentini.it	Trade				\$710,046.19
27	Rodeo Collection Ltd 9629 Brighton Way, 2nd Floor Beverly Hills, CA 90210	Attn: Bahador Mahboubi Telephone: 310-275-9700 Email: bahador@dmanage.com	Contracts				\$583,110.00

Debtor BCBG Max Azria Global Holdings, LLC, et al.
Name

Case Number (if known) _____

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					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
28	Shanghai Shenda (Hong Kong) Company Ltd Tung Che Commerical Center, Flat/Room 2201 246 Des Voeuz Rd West Hong Kong	Attn: Dongming Pan Telephone: 86-139-0163-5309 Email: pan@panfame.com	Trade				\$557,398.89
29	Leap Sheen Limited Wen-Hsin Road, 12th Floor, No. 306, Sec. 1 Taichung City, Taiwan 408. ROC	Attn: Janna Chen Telephone: 886-4-3283536 Email: jannac@maxgreat.com	Trade				\$504,220.97
30	Priority Fulfillment Services, Inc. P.O. Box 95420 Grapevine, TX 76099-9734	Attn: Melanie Prada Telephone: 972-881-2900 x 3683 Email: mprada@pfsweb.com	Professional Services				\$463,260.44
31	Demandware, Inc. 5 Wall Street Burlington, MA 01803	Attn: Paul DiBartolomeo Telephone: 781-425-7547 Email: pdibartolomeo@demandware.com	Professional Services				\$449,485.67
32	Gaflana Industry Limited The Third Industrial Zone, No. 8 Qing Feng 3rd Road Shijing, Baiyun District Guangzhou, China 510430	Attn: Kim Shek Telephone: 86-20-8105-0622 #813 Email: kimshek@gaflana.com	Trade				\$393,624.45
33	Galo Shoes, Inc. 150 Pompton Plains Crossroads Box 4505 Wayne, NJ 07474-4505	Attn: Felix Galo Telephone: 201-641-0896 Email: fxg396@gmail.com	Contracts				\$373,749.18

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34	Sears Holdings Corporation 12670 Collections Dr. Sublease, Unit 68738 Vernon, CA Chicago, IL 60693	Attn: Michael Dunne Sears Lease Accounting Telephone: 847-286-4927 Email: michael.dunne@searshc.com	Contracts				\$372,416.76
35	Morinda International Corporation Ltd 1522 Nan Fung Center 264-298 Canadastle Peak Tseun Wan, L New Territories, Hong Kong	Attn: Allan Xue Telephone: 0086-769-83332684 Email: morindajane@morinda-cn.com	Trade				\$371,491.33
36	T1 Atelier Company Ltd. Laford Center, 11th Floor, Units 07-08 838 Lai Chi Kok Road Cheun Sha Wan, Kowloon, Hong Kong	Attn: Kim Chun Telephone: 852-3104-1061 Email: kimchun.kh@t1atelier.com	Contracts				\$356,286.96
37	Westin St Francis Hotel 335 Powell St. San Francisco, CA 94102	Attn: Marcelo Infante Telephone: 415-774-0131 Email: marcelo.infante@westin.com	Contracts				\$341,249.90
38	VCS Group LLC 3451 Bonita Bay Blvd., Suite 200 Bonita Springs, FL 34134	Attn: Sonya Voronkova/Camuto Group Telephone: 239-301-3019 Email: sonya.voronkova@camutogroup.com	Trade				\$323,716.53
39	Prime Apparel, Inc. 5667 Mansfield Way Bell, CA 90201	Attn: Irene Mac Telephone: 323-269-6106 Email: irenem@primeapparelinc.com	Trade				\$313,548.88

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40	Sinosky Corporation Ltd Sinosky Building Hu Zhou Street, No. 18 Gongshu District Hangzhou, China 310015	Attn: Shelly Jiang Telephone: 86-571-89919733 Email: shellyjiang@sinoskycorp.com	Trade				\$310,469.99
41	Dave Foster Builders, Inc. 2290 Alahao Place, Unit 400 Honolulu, HI 96819	Attn: David Foster Telephone: 808-848-2101 Email: dave@davefosterbuilders.com	Trade				\$301,253.90
42	Velocity Technology Solutions, Inc. 1901 Roxborough Road, 4th Floor Charlotte, NC 28211	Attn: Theresa Prewett Telephone: 904-716-7011 Email: theresa.prewett@velocitycloud.com	Professional Services				\$300,972.41
43	Criteo Corp. P.O. Box 392422 Pittsburgh, PA 15251-9422	Attn: Julie Wu Telephone: 917-204-0562 Email: j.wu@criteo.com	Professional Services				\$300,097.21
44	FedEx 500 Ross Street, Room 154-0455 Pittsburgh, PA 15262	Attn: Belinda Nolte Telephone: 855-285-7012x3042 Email: belinda.nolte@fedex.com	Trade				\$298,090.74
45	Twitter, Inc. P.O. Box 12027 Newark, NJ 07101-5027	Attn: Joan Juan Telephone: 00632-433-6500 loc 18712 Email: joanjuan@twitter.com	Professional Services				\$294,621.27

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46	Daejee Metal Co. Ltd 173-5 Sukchon Dong, Songpa Gu Seoul, South Korea	Attn: Sunny Kim Telephone: 82-2-416-9081 Email: sunny@daejee.net	Trade				\$291,181.18
47	Westfield 11601 Wilshire Blvd., 11th Floor Los Angeles, CA 90025	Attn: John Kim Telephone: 310-478-4456 Email: jkim@westfield.com	Contracts				\$290,085.72
48	1450 Broadway, LLC 1375 Broadway, 12th Floor New York, NY 10018	Attn: Bobby Zar Telephone: 212-944-2510 Email: bobby@azrgroupny.com	Contracts				\$288,756.57
49	Huge Well (Hong Kong) Ltd Yu Feng International Building, 22nd Floor West Yan An Road, No. 777 Shanghai, China 200050	Attn: Cherry Wang Telephone: 86-216-225-6000 Email: cherrywang@generalorientltd.com	Trade				\$286,777.42
50	West Coast Distribution (Contractors) 2608 37th St. Vernon, CA 90058	Attn: Alex Francia Telephone: 323-374-6706 Email: alexf@wcdistribution.com	Trade				\$286,353.91

Fill in this information to identify the case and this filing:	
Debtor Name	BCBG Max Azria Global Holdings, LLC, et al.,
United States Bankruptcy Court for the:	Southern District of New York (State)
Case number (If known): 17-	

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets-Real and Personal Property (Official Form 206A/B)*
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)*
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)*
- ☐ *Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)*
- ☐ *Schedule H: Codebtors (Official Form 206H)*
- ☐ *Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)*
- ☐ Amended Schedule
- ☒ *Chapter 11 or Chapter 9 Cases: Consolidated List of Creditors Who Have the 50 Largest Unsecured Claims and Are Not Insiders (Official Form 204)*
- ☐ Other document that requires a declaration _____

I declare under penalty of perjury that the foregoing is true and correct.

Executed on

02/28/2017
MM/DD/YYYY

☒ */s/ Holly Felder Etlin*

Signature of individual signing on behalf of debtor

Holly Felder Etlin

Printed name

Authorized Signatory

Position or relationship to debtor

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

)	
In re:)	Chapter 11
)	
BCBG MAX AZRIA GLOBAL HOLDINGS, LLC,)	Case No. 17-_____ (____)
)	
Debtor.)	

LIST OF EQUITY SECURITY HOLDERS¹

Debtor	Equity Holders	Address of Equity Holder	Percentage of Equity Held
BCBG Max Azria Global Holdings, LLC	Designer Apparel Dual Holdings, LLC	330 Madison Avenue, 10th Floor New York, NY 10017	100% (preferred)
	Fashion Funding, LLC	330 Madison Avenue, 18th Floor New York, NY 10017 c/o Guggenheim Capital, LLC 227 West Monroe Street, Suite 4900 Chicago, IL 60606	26.01% (common)
	Azria Enterprises, Inc.	8619 W Sunset Boulevard West Hollywood, CA 90069	18.95% (common)
	Orpheus Holdings LLC	330 Madison Avenue, 10th Floor New York, NY 10017	9.81% (common)
	Designer Apparel Dual Holdings BlockerCo, LLC	330 Madison Avenue, 10th Floor New York, NY 10017	9.43% (common)
	Midland National Life Insurance Company (Annuity)	330 Madison Avenue, 10th Floor New York, NY 10017	9.16% (common)
	Fashion Funding III, LLC	330 Madison Avenue, 18th Floor New York, NY 10017 c/o Guggenheim Capital, LLC 227 West Monroe Street, Suite 4900 Chicago, IL 60606	7.35% (common)
	Fashion Funding II, LLC	330 Madison Avenue, 18th Floor New York, NY 10017 c/o Guggenheim Capital, LLC 227 West Monroe Street, Suite 4900 Chicago, IL 60606	6.64% (common)

¹ This list serves as the disclosure required to be made by the debtor pursuant to rule 1007 of the Federal Rules of Bankruptcy Procedure. All equity positions listed are as of the date of commencement of the chapter 11 case.

Debtor	Equity Holders	Address of Equity Holder	Percentage of Equity Held
	Midland National Life Insurance Company (Main)	330 Madison Avenue, 10th Floor New York, NY 10017	3.72% (common)
	North American Company for Life and Health Insurance (Annuity)	330 Madison Avenue, 10th Floor New York, NY 10017	2.86% (common)
	Midland National Life Insurance Company (BOLI-GEN)	330 Madison Avenue, 10th Floor New York, NY 10017	2.00% (common)
	North American Company for Life and Health Insurance (Main)	330 Madison Avenue, 10th Floor New York, NY 10017	2.00% (common)
	AZ6, LLC	8619 W Sunset Boulevard West Hollywood, CA 90069	1.05% (common)
	Security Benefit Life Insurance (SUR)	330 Madison Avenue, 10th Floor New York, NY 10017	0.66% (common)
	SBC Funding, LLC	330 Madison Avenue, 10th Floor New York, NY 10017	0.35% (common)

Fill in this information to identify the case and this filing:	
Debtor Name	BCBG Max Azria Global Holdings, LLC
United States Bankruptcy Court for the:	Southern District of New York
Case number (If known):	(State)

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

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I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets-Real and Personal Property (Official Form 206A/B)*
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)*
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)*
- ☐ *Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)*
- ☐ *Schedule H: Codebtors (Official Form 206H)*
- ☐ *Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)*
- ☐ Amended Schedule
- ☐ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders (Official Form 204)*
- ☒ Other document that requires a declaration List of Equity Security Holders

I declare under penalty of perjury that the foregoing is true and correct.

Executed on

2/28/2017
MM/ DD/YYYY

☒ Isi Holly Felder Etlin

Signature of individual signing on behalf of debtor

Holly Felder Etlin

Printed name

Authorized Signatory

Position or relationship to debtor

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

_____)	
In re:)	Chapter 11
)	
BCBG MAX AZRIA GLOBAL HOLDINGS, LLC)	Case No. 17-_____(____)
)	
Debtor.)	
_____)	

CORPORATE OWNERSHIP STATEMENT

Pursuant to rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, the following are corporations, other than a government unit, that directly or indirectly own 10% or more of any class of the debtor's equity interest:

Preferred Shareholder	Approximate Percentage of Preferred Shares Held
Designer Apparel Dual Holdings, LLC	100%

Common Shareholder	Approximate Percentage of Common Shares Held
Fashion Funding, LLC	26.01%
Azria Enterprises, Inc.	18.95%

Fill in this information to identify the case and this filing:	
Debtor Name	BCBG Max Azria Global Holdings, LLC
United States Bankruptcy Court for the:	Southern District of New York
Case number (If known):	(State)

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

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Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets-Real and Personal Property (Official Form 206A/B)*
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)*
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)*
- ☐ *Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)*
- ☐ *Schedule H: Codebtors (Official Form 206H)*
- ☐ *Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)*
- ☐ Amended Schedule
- ☐ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders (Official Form 204)*
- ☒ Other document that requires a declaration Corporate Ownership Statement

I declare under penalty of perjury that the foregoing is true and correct.

Executed on

2/28/2017
MM/ DD/YYYY

☒ Isi Holly Felder Etlin

Signature of individual signing on behalf of debtor

Holly Felder Etlin

Printed name

Authorized Signatory

Position or relationship to debtor

**CONSENT IN LIEU OF A SPECIAL
MEETING OF THE BOARD OF MANAGERS
BCBG MAX AZRIA GLOBAL HOLDINGS, LLC**

February 28, 2017

The undersigned, being all of the members of the board of managers of BCBG Max Azria Global Holdings, LLC, a Delaware limited liability company (the “Company”), in lieu of holding a special meeting of the board of managers of the Company (the “Board”), hereby take the following actions and adopt the following resolutions by written consent pursuant to the Company’s Amended and Restated Operating Agreement (the “Operating Agreement”) and Section 18-404 of the Delaware Limited Liability Company Act (the “Act”):

WHEREAS, the Board considered presentations by the management and the financial and legal advisors of the Company regarding the financial situation of the Company, the strategic alternatives available to it, and the effect of the foregoing on the Company’s businesses.

WHEREAS, the Board has had the opportunity to consult with the management and the financial and legal advisors of the Company and fully consider each of the strategic alternatives available to the Company.

WHEREAS, the independent managers of the Board have approved and authorized, by separate written consent, the Company’s entry into (a) a debtor-in-possession term loan facility in an aggregate principal amount of \$80 million and (b) a debtor-in-possession asset-based loan facility in an aggregate commitment amount of \$92.5 million (collectively, the “DIP Financing”), and authorized the Company’s duly appointed officers to take any and all action necessary to consummate the DIP Financing.

NOW, THEREFORE, BE IT:

CHAPTER 11 FILING

RESOLVED, that in the judgment of the Board, it is desirable and in the best interests of the Company, its creditors, and other parties in interest, that the Company shall be, and hereby is, authorized to file or cause to be filed the voluntary petition for relief (such voluntary petition, and the voluntary petitions to be filed by the Company’s affiliates, collectively, the “Chapter 11 Cases”) under the provisions of chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) in a court of proper jurisdiction (the “Bankruptcy Court”).

RESOLVED, that any duly appointed officer of the Company (collectively, including, but not limited to, the Chief Restructuring Officer, the “Authorized Officers”), acting alone or with one or more other Authorized Officers be, and each of them hereby is, authorized, empowered, and directed to execute and file on behalf of the Company all petitions, schedules, lists, and other motions, objections, replies, applications, papers, or documents, and to take any and all action that they deem necessary or proper to obtain such relief, including, without limitation, any action necessary or proper to maintain the ordinary course operation of the Company’s businesses or to assist the Company in the Chapter 11 Cases and in carrying out its duties under the provisions of the Bankruptcy Code.

RETENTION OF PROFESSIONALS

RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and directed to employ the law firm of Kirkland & Ellis LLP, as general bankruptcy counsel, to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company’s rights and obligations, including filing any motions, objections, replies, applications, or pleadings; and in connection therewith, each of the Authorized Officers, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of Kirkland & Ellis LLP.

RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and directed to employ the firm of Jefferies, LLC, as investment banker, to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company’s rights and obligations; and in connection therewith, each of the Authorized Officers is, with power of delegation, hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of Jefferies, LLC.

RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and directed to employ the firm of AlixPartners, LLP, as restructuring advisor, to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance each of the Company's rights and obligations; and in connection therewith, each of the Authorized Officers is, with power of delegation, hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of AlixPartners, LLP.

RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and directed to employ the firm of Donlin, Recano & Company, Inc. as notice, claims, and balloting agent to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations; and in connection therewith, each of the Authorized Officers, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of Donlin, Recano & Company, Inc.

RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and directed to employ any other professionals to assist the Company in carrying out its duties under the Bankruptcy Code; and in connection therewith, each of the Authorized Officers, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of any other professionals as necessary.

RESOLVED, that each of the Authorized Officers be, and hereby is, with power of delegation, authorized, empowered, and directed to execute and file all petitions, schedules, motions, objections, replies, applications, pleadings, lists, and other papers and, in connection therewith, to employ and retain all assistance by legal counsel, accountants, investment bankers, financial advisors, restructuring advisors, and other professionals and to take and perform any and all further acts and deeds that each of the Authorized Officers deem necessary, proper, or desirable in connection with the Company's Chapter 11 case, with a view to the successful prosecution of the case.

GENERAL

RESOLVED, that in addition to the specific authorizations heretofore conferred upon the Authorized Officers, each of the Authorized Officers (and their designees and delegates) be, and hereby is, authorized and empowered, in the name of and on behalf of the Company, to take or cause to be taken any and all such other and further action, and to execute, acknowledge, deliver, and file any and all such agreements, certificates, instruments, and other documents and to pay all expenses, including but not limited to filing fees, in the case as in such officer's or officers' judgment, shall be necessary, advisable, or desirable in order to fully carry out the intent and accomplish the purposes of the resolutions adopted herein.

RESOLVED, that the Board has received sufficient notice of the actions and transactions relating to the matters contemplated by the foregoing resolutions, as may be required by the organizational documents of the Company, or hereby waives any right to have received such notice.

RESOLVED, that all acts, actions, and transactions relating to the matters contemplated by the foregoing resolutions done in the name of and on behalf of the Company, which acts would have been approved by the foregoing resolutions except that such acts were taken before the adoption of these resolutions, are hereby in all respects approved and ratified as the true acts and deeds of the Company with the same force and effect as if each such act, transaction, agreement, or certificate has been specifically authorized in advance by resolution of the Board.

RESOLVED, that each of the Authorized Officers (and their designees and delegates) be, and hereby is, authorized and empowered to take all actions or to not take any action in the name of the Company with respect to the transactions contemplated by these resolutions hereunder as the sole shareholder, partner, member, managing member, or manager of each direct subsidiary of the Company, in each case, as such Authorized Officer shall deem necessary or desirable in such Authorized Officers' reasonable business judgment as may be necessary or convenient to effectuate the purposes of the transactions contemplated herein.

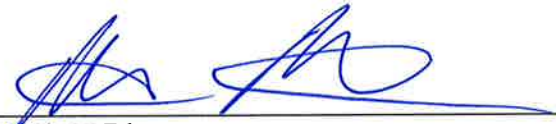
FURTHER RESOLVED, that this consent may be executed in any number of counterparts, each of which shall be deemed to be an original, and such counterparts shall constitute but one and the same consent.

FURTHER RESOLVED, that facsimile or photostatic copies of signatures to this consent shall be deemed to be originals and may be relied on to the same extent as the originals.

FURTHER RESOLVED, that the actions taken by this written consent shall have the same force and effect as if taken at a special meeting of the Board duly called and constituted pursuant to the Operating Agreement and the laws of the State of Delaware.

* * * * *

IN WITNESS WHEREOF, the undersigned has executed this Consent as of the date above first written.



Matthew Bloom

Bennett Nussbaum

Homi Patel

Robert Rosenberg

Andrew Rosenfield

IN WITNESS WHEREOF, the undersigned has executed this Consent as of the date above first written.

Matthew Bloom



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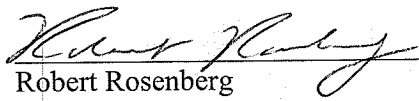
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